

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: (Jointly Administered)
Debtors. :

-----X

ORDER UNDER 11 U.S.C. § 1142(b) AND FED. R. BANKR. P. 3020(d)
FOR IMPLEMENTATION OF DEBTORS' CONFIRMED PLAN OF REORGANIZATION

("SECTION 1142(b) ORDER")

Upon the expedited motion, dated March 5, 2008 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. § 1142(b) and Fed. R. Bankr. P. 3020(d) implementing the Debtors' confirmed Plan¹ by (a) interpreting the Plan as described in the Motion, (b) directing that the Plan Investors use reasonable best efforts to cause consummation of Plan, and (c) scheduling and conducting further Chambers conferences pursuant to sections 105 and 1142(b) of the Bankruptcy Code; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their stakeholders, and other parties-in-interest; and the Debtors having shown that the relief requested in the Motion is reasonable and appropriate under the circumstances; and proper and adequate notice of the Motion having been given and it appearing that no other or further notice is necessary; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

¹ Capitalized terms not otherwise defined herein shall have the meanings set forth in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The terms of the Debtors' proposed exit financing: (a) comply with the Plan and the EPCA, including without limitation article 7.14 of the Plan and sections 3(qq), 5(p), and 5(t) of the EPCA; (b) if consummated, would satisfy the conditions to the effectiveness of the Plan and EPCA, respectively, in article 12.2(a) of the Plan, sections 9(a)(xix) and 9(a)(xx) of the EPCA, and any other relevant provision of the Plan, the EPCA or both; (c) are entirely consistent with and pursuant to the provisions of the Plan; and (d) do not constitute modifications to the Plan.
3. The Plan Investors, and each of them, are directed in accordance with section 6(d) of the EPCA to use their reasonable best efforts to take all actions, and do all things, reasonably necessary, proper, or advisable on their part under the EPCA and applicable laws to cooperate with Delphi Corporation and to consummate and make effective the Exit Financing Arrangements contemplated by the Plan and the Debt Financing contemplated by the EPCA.
4. The Court shall conduct, pursuant to sections 105 and 1142(b) of the Bankruptcy Code, periodic Chambers conferences to receive reports from the Debtors, the Statutory Committees, the Plan Investors, and GM regarding their reasonable best efforts to consummate the Plan and related matters.
5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

6. The requirement under rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is satisfied by the Motion.

Dated: New York, New York
March ___, 2008

UNITED STATES BANKRUPTCY JUDGE